

<sup>1</sup> Capitalized terms not defined herein shall have the meaning set forth in the Bid Procedures Order.

them in identifying the “Successful Bid” and “Back-Up Bid” and making their recommendations to the Court for approval of such choices at the Confirmation Hearing currently scheduled for October 21, 2010. The Debtor and Secured Lender note that the proposed list of considerations (i) is built on several assumptions on how they believe the bids may be proposed and assumes that the bids being considered are Qualified Bids; and (ii) may need to be revised and adapted to evaluate the actual bids once they are submitted by the Bid Deadline.

The Debtor and Secured Lender intend to utilize the following considerations in evaluating any bids that are submitted:

- (1) Whether the bidder is a strategic buyer (already involved in the ownership and/or operation of a landfill, with operational experience in running landfills) or is a financial/investment buyer (with little or no operational experience in running a landfill);
- (2) The amount and material terms of the bid (which shall be considered in the context of the overall ability of the bidder to consummate the sale, obtain the necessary regulatory approvals and provide the financial assurance for the transfer of the landfill permits);
- (3) Whether the consideration is to be provided in a form other than cash, and the ability to assess accurately the value of any such consideration;
- (4) The risks and timing associated with consummating a transaction with the bidder;
- (5) Whether the bid has excluded certain assets or executory contracts and leases;
- (6) The strength of the bidder’s evidence, satisfactory to the Debtor and the Secured Lender, demonstrating that the bidder has the financial resources sufficient to finance the purchase and operation of the Assets proposed to be acquired at the

proposed purchase price (*e.g.*, cash on hand or a binding financing commitment from an established and financially sound financial institution or investments fund);

- (7) Whether the bidder has the ability to obtain the necessary regulatory approvals and provide the financial assurance required for the transfer of the Debtor's landfill permits;
- (8) The strength of the Qualified Bidder's showing of adequate assurance of future performance to counterparties to any executory contracts and unexpired leases proposed to be assumed by the Debtor and assigned to the bidder;
- (9) Whether the bidder has the ability to consummate the transactions proposed in the purchase agreement in the time frame anticipated in the Plan and DIP Financing;
- (10) Whether the bid has any terms that may affect the ability, speed and certainty of consummating the sale and confirming the Plan;
- (11) The extent to which the bid modifies the terms of the Proposed Agreement;
- (12) Whether the bid complies with the terms and requirements set forth in the Bid Procedures Order; and
- (13) Any other factors that the Debtor and Secured Lender may deem relevant to the sale and confirmation of the Plan, including those factors affecting the certainty and speed of consummating the sale.

Respectfully submitted,

Dated: August 24, 2010

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